This document was signed electronically on April 26, 2018, which may be different from its entry on the record.

IT IS SO ORDERED.

**Dated: April 26, 2018** 



ALAN M. KOSCHIK U.S. Bankruptcy Judge

### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF OHIO EASTERN DIVISION

	)	Chapter 11
In re:	)	Casa No. 19 50757
FIRSTENERGY SOLUTIONS CORP., et al., 1	)	Case No. 18-50757 (Jointly Administered)
TIRSTENERGT SOLUTIONS CORT., et ui.,	)	(Jointly Administered)
Debtors.	)	
	)	Hon. Judge Alan M. Koschik
	)	

# ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND COMPENSATE PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (the "Debtors"), for entry of an order authorizing, but not directing, the Debtors to employ and compensate professionals utilized in the ordinary course of business (the "OCPs"),

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<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors' address is: 341 White Pond Dr., Akron, OH 44320.

<sup>2</sup> Capitalized terms not defined herein are defined in the Motion.

as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and this Court having reviewed the Motion, the First Day Declaration, and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause therefore; it is HEREBY ORDERED THAT:

- 1. The Motion is GRANTED as set forth herein.
- 2. Pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code and rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to employ the OCPs listed on the OCP Schedules attached hereto as **Exhibit 1** and **Exhibit 2** in the ordinary course of the Debtors' business, effective as of the Petition Date, and any OCPs not listed on the OCP Schedules, as provided for in this Order, in accordance with the following compensation procedures (collectively, the "Compensation Procedures"):
  - a. Each OCP shall file with the Court a declaration of disinterestedness (each a "<u>Declaration of Disinterestedness</u>"), substantially in the form attached as <u>Exhibit 3</u> to this Order, within twenty-eight (28) days after the later of (i) the date of entry of this Order, (ii) the date on which such OCP commences services for the Debtors, and (iii) the date on which such OCP is added to the OCP Schedules. Each OCP shall serve the Declaration of

Disinterestedness upon: (a) the Debtors, FirstEnergy Solutions Corp., 341 White Pond Drive, Akron, OH, 44320 (Attn. Rick Giannantonio); (b) counsel for the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, 44th Floor, New York, NY 10036-6745 (Attn. Lisa Beckerman), and 1333 New Hampshire Avenue, N.W., Washington, DC 20036 (Attn. Scott Alberino); (c) local counsel for the Debtors, Brouse McDowell LPA, 388 South Main St., Suite 500, Akron, OH 44311 (Attn. Kate Bradley and Marc Merklin); (d) the Office of the United States Trustee, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue East, Suite 441, Cleveland, OH 44114 (Attn: Tiiara Patton); (e) counsel for FirstEnergy Corp., Jones Day, 901 Lakeside Avenue, Cleveland, OH 44114 (Attn. Heather Lennox); and (f) counsel to the Unsecured Creditors' Committee, Milbank, Tweed, Hadley & McCloy, 28 Liberty Street, New York, NY 10005 (Attn: Evan Fleck) (each a "Notice Party," and collectively, the "Notice Parties").

- b. The Notice Parties shall have twenty (20) days after the filing and service of a Declaration of Disinterestedness to object to the retention of the OCP filing such declaration (the "Objection Deadline"). Any objecting party shall (i) serve its objection upon the Notice Parties and the relevant OCP on or before the Objection Deadline, and (ii) file its objection with the Clerk of the Court, United States Bankruptcy Court for the Northern District of Ohio, at 455 U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308, together with proof of service, on or before 5:00 p.m. (prevailing Eastern Time) of the Objection Deadline. If an objection cannot be consensually resolved within seven (7) days after the Objection Deadline, then the retention of the OCP that is the subject of the objection shall be scheduled for hearing by the Debtors at the next regularly scheduled omnibus hearing date that is no less than fourteen (14) days from that date or on another date to which the parties agree. The Debtors shall not be authorized to retain and pay directly or through non-debtor affiliate FirstEnergy Service Company ("FESC") such OCP until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.
- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, then retention of the OCP shall be deemed approved by the Court without hearing or further order and the Debtors shall be authorized to retain and pay through FESC or directly each such OCP as set forth below.
- d. The Debtors reserve the right to modify the OCP Schedules as necessary to add or remove OCPs, from time to time, in their sole discretion. In the event an OCP is added to the OCP Schedules, the Debtors will file a notice with the Court listing the additional OCPs that the Debtors intend to employ (each, an "OCP Notice") and to serve each OCP Notice on the

Notice Parties. Additionally, each additional OCP listed in the OCP Notice shall be subject to the terms of this Order, and shall serve a Declaration of Disinterestedness on the Notice Parties in accordance with this Order. The Notice Parties shall have fourteen (14) days following the date of service of an OCP Notice to notify the Debtors' attorneys, in writing, of any objection to the proposed retention of any additional OCP, file any such objection with the Court, and serve any such objection upon each of the Notice Parties so as to be actually received within fourteen (14) days of service of such OCP Notice.

- e. The Debtors intend to pay fees and disbursements owed to the OCPs in the ordinary course of business by paying FESC, who is authorized to remit payment to the OCPs, or by paying the OCPs directly.
- f. The Debtors and/or FESC shall be authorized to pay, without formal application to the Court by any OCP, 100% of fees and disbursements to each of the OCPs retained pursuant to these procedures (including the filing of a Declaration of Disinterestedness) upon the OCP's submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses incurred after the Petition Date; provided, however, that while these chapter 11 cases are pending, the fees of each OCP set forth on Exhibit 1 to this Order (the "Tier 1 OCPs"), excluding costs and disbursements, may not exceed \$100,000 per month on average over a rolling three-month period for services rendered to one or more of the Debtors (the "Tier 1 OCP Cap"), and that the fees of each OCP set forth on Exhibit 2 to this Order (the "Tier 2 OCPs"), excluding costs and disbursements, may not exceed \$75,000 per month on average over a rolling three-month period for services rendered to one or more of the Debtors (the "<u>Tier 2 OCP Cap</u>" and, together with the Tier 1 OCP Cap, the "OCP Caps").
- If the compensation sought for any OCP for any month exceeds the g. applicable OCP Cap calculated based upon the prior three months including such month, then such OCP must file a fee application for the full amount of its fees and expenses for that single month in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Ohio (the "Local Rules"), any applicable guidelines issued by the Office of the United States Trustee, and any applicable orders of this Court. The US Trustee reserves the right to request that any OCP who is regularly exceeding the applicable OCP Cap, as applicable, be the subject of a retention application pursuant to Bankruptcy Code section 327.
- h. Beginning with the period of April 1, 2018 through June 30, 2018, and for each three-month period thereafter (each, a "Quarter"), the Debtors shall

file with the Court and serve on the Notice Parties, no later than thirty (30) days after the end of such Quarter, a statement that shall include the following information for each OCP: (a) the name of the OCP; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such OCP during each month of the reported Quarter; (c) the aggregate amount paid as compensation for services rendered and reimbursements of expenses incurred by such OCP during the pendency of these cases; and (d) a general description of the services rendered by each OCP during the reported Quarter.

- 3. The Debtors and FESC shall not make any payment to any OCP who has not complied with the Compensation Procedures and the other terms of this Order with respect to any services rendered by the OCP for one or more of the Debtors.
- 4. If any OCP exceeds the applicable OCP Cap by more than \$5,000 during any three separate months in any 6-month period, such OCP must be retained by the Debtors pursuant to a separate retention application and will subsequently file fee applications in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any applicable guidelines issued by the Office of the United States Trustee, and any applicable orders of this Court. Any such OCP that is an attorney will make a reasonable effort to comply with the US Trustee's requests for information and disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 in connection with such retention and fee applications.
- 5. All payments to any one OCP shall be subject to sections 328(c) and 330 of the Bankruptcy Code, which provides generally that the Court may deny allowance of compensation for services and reimbursement of expenses if such professional is not a disinterested person, or represents or holds an interest adverse to the interest of the estate with respect to the matter on which such professional person is employed or for reasons set forth in section 330 of the

Bankruptcy Code. In addition to the limits set forth in this Order, all payments to an OCP are further subject to the Bankruptcy Rules and the Local Rules regarding expense reimbursement.

- 6. All non-OCPs employed by the Debtors to assist in the prosecution of their chapter 11 cases will be retained by the Debtors pursuant to separate retention applications and will not be subject to the procedures set forth in the Motion or this Order.
- 7. Except for law firms that represented the Debtors prior to the Petition Date and that have been employed pursuant to this Order, all OCPs shall, once their employment is effective pursuant to this Order, be deemed to have waived any and all prepetition claims they may have against the Debtors and their estates. Such OCPs shall include a statement of disinterestedness in their Declaration of Disinterestedness.
- 8. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.
- 9. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
- 10. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
- 11. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
- 12. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation, implementation or enforcement of this Order.

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#### SUBMITTED BY:

#### /s/ Bridget A. Franklin

### **BROUSE MCDOWELL LPA**

Marc B. Merklin (0018195) Kate M. Bradley (0074206) Bridget A. Franklin (0083987) 388 South Main Street, Suite 500

Akron, OH 44311-4407 Telephone: (330) 535-5711 Facsimile: (330) 253-8601 mmerklin@brouse.com kbradley@brouse.com bfranklin@brouse.com

- and -

#### AKIN GUMP STRAUSS HAUER & FELD LLP

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Lisa Beckerman (admitted pro hac vice)
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- and -

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Washington, D.C. 20036
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Facsimile: (202) 887-4288
salberino@akingump.com
kdoorley@akingump.com

Proposed Counsel for Debtors and Debtors in Possession

# Exhibit 1

Tier 1 OCP Schedule

## **Schedule of Tier 1 OCPs**

Name	Address	Services				
Calfee Halter & Griswold LLP	1405 EAST SIXTH STREET, CLEVELAND, OH 44114	Outside legal services - Regulatory and Asbestos Litigation Matters				
Dewey Square Group, LLC	607 14TH ST. NW, SUITE 500, WASHINGTON DC 20005	Outside professional Services - Legislative Matters				

# Exhibit 2

Tier 2 OCP Schedule

## **Schedule of Tier 2 OCPs**

Name	Address	Services					
Babst, Calland, Clements and Zomnir, P.C.	2 GATEWAY CENTER, 6TH FLOOR, PITTSBURGH, PA 15222	Outside legal services - Environmental Matters					
Benesch, Friedlander, Coplan & Aronoff LLP	200 PUBLIC SQ #2300, CLEVELAND, OH 44114-2378	Outside legal services - Environmental and Commercial Matters					
Carpenter Mccadden & Lane LLP	106 CHESLEY DRIVE, MEDIA, PA 19063	Outside legal services - Workers' Compensation					
Esty & Associates	DAN ESTY, 213 PRESTON TERRACE, CHESHIRE, CT 06410	Outside professional services - Expert Witness					
Davis Wright Tremaine LLP	1201 3RD AVENUE, SUITE 2200, SEATTLE, WA 98101	Outside legal services - Federal Regulatory Matters					
Day Pitney	300 KANAWHA BLVD., EAST, CHARLESTON, WV 25301	Outside legal services - State Regulatory					
Deloitte Transactions & Business Analytics, LLP	4022 SELLS DRIVE, HERMITAGE, TN 37076	Outside professional services - Tax Advisory Services					
Economists Incorporated	1200 NEW HAMPSHIRE AVENUE, NW, SUITE 400, WASHINGTON, DC 20036	Outside professional services - Expert Witness					
Gibson Dunn & Crutcher LLP	333 SOUTH GRAND AVENUE, LOST ANGELES, CA 90071	Outside legal services - Federal Regulatory Matters					
Greenberg Traurig LLP	54 STATE STREET, 6TH FLOOR, ALBANY, NY 12207	Outside legal services - Federal Regulatory Matters					
Harrington Hoppe & Mitchell Ltd	P.O. BOX 6077, YOUNGSTOWN, OH 44501- 6077	Outside legal services - Commercial Litigation					
Hepler Broom LLC	P.O. BOX 510, 130 N. MAIN STREET, EDWARDSVILLE, IL 62025	Outside legal services - Asbestos Litigation					
J E Cichanowicz Incorporated	236 N. SANTA CRUZ AVE., SUITE 202, LOS GATOS, CA 95030	Outside professional services - Expert Witness					
Jackson Kelly P LLC	500 LEE STREET, EAST, SUITE 1600, CHARLESTON, WV 25301-3202	Outside legal services - Arbitration Matters					
Jackson Lewis PC	75 PARK PLAZA, 4TH FLOOR, BOSTON, MA 02116	Outside legal services - Arbitration Matters					
Knox McLaughlin Gornall & Sennett, P.C.	120 WEST TENTH STREET, ERIE, PA 16501	Outside legal services - Workers' Comp Matters					
Lanier Consulting LLC	P.O. BOX 1621, STOW, OH 44224	Outside professional services - Consulting Services					
Law Firm Of Russell R Johnson	2258 WHEATLANDS DRIVE, MANAKIN SABOT, VA 23103	Outside legal services - Bankruptcy Cases Filed By Third Parties					
Lewis Brisbois Bisgaard & Smith LLP	633 W. 5TH STREET, LOS ANGELES, CA 90071	Outside legal services - Asbestos Litigation Matters					
Litchfield Cavo LLP	ONE GATEWAY CENTER, SUITE 600, 420 FORT DUQUESNE BLVD., PITTSBURGH, PA 15222-1435	Outside legal services - Personal Injury Claim and Asbestos Litigation Matters					
Mansour Gavin LPA	NORTH POINT TOWER, 1001 LAKESIDE AVE., SUITE 1400, CLEVELAND, OH 44114	Outside legal services - Commercial Matters					

Name	Address	Services					
Marnen Mioduszewski Bordonaro Wagner & Sinnott, LLC	516 WEST TENTH STREET, ERIE PA 16502	Outside legal services - Workers Compensation					
Martin & Obermaier LLC	565 FIFTH AVENUE, NEW YORK, NY 10017	Outside legal services - Contract Dispute					
Mololamken LLP	430 PARK AVE., FLOOR 6, NEW YORK, NY 10022	Outside legal services - Federal Regulatory/Appeals					
Morgan Lewis & Bockius LLP	1701 MARKET STREET, PHILADELPHIA, PA 19103	Outside legal services - State and Federal Regulatory Matters					
Navigant Consulting Incorporated	30 S. WACKER DRIVE, SUITE 1300, 4511 PAYSPHERE CIRCLE, CHICAGO, IL 60606	Outside professional services - Consulting Services					
Persun & Hamlin Pc	P.O. BOX 659, 1700 BENT CREEK BLVD., MECHANICSBURG, PA 17055-0659	Outside legal services - Tax Matters					
Porter Wright Morris & Arthur LLP	41 SOUTH HIGH STREET, COLUMBUS, OH 43215	Outside legal services - Environmental and State Regulatory Matters					
R L Banks & Associates Inc	2107 WILSON BLVD #750, ARLINGTON, VA 22201	Outside professional services - Expert Witness					
Rawle & Henderson LLP	THE WIDENER BUILDING, ONE SOUTH PENN SQUARE, PHILADELPHIA, PA 19107	Outside Legal Services-Litigation Matters					
Roetzel & Andress, LPA	222 SOUTH MAIN STREET, AKRON, OH 44308	Outside legal services - Workers Compensation. Employment, Trademark and Claim Matters					
Ross Brittain & Schonberg	6480 ROCKSIDE WOODS BLVD. SOUTH, SUITE 350, CLEVELAND, OH 44131	Outside legal services - Labor Matters					
Scanlon, Howley & Doherty, P.C.	217 WYOMING AVENUE, SCRANTON, PA 18503	Outside legal services - Electrical Contact Claim Matters					
Skadden Arps Slate Meagher & Flom LLP And Affiliates	FOUR TIMES SQUARE, NEW YORK, NY 10036-6522	Outside legal services - Federal Regulatory					
Spillman, Thomas & Battle	300 KANAWHA BLVD., EAST, CHARLESTON, WV 25301	Outside legal services - Environmental Matters					
Squire Patton Boggs US LLP	4900 KEY TOWER, 127 PUBLIC SQUARE, CLEVELAND, OH 44114	Outside legal services - Real Estate Matters and Bay Shore Asset Sale Transaction					
Steptoe & Johnson PLLC	400 WHITE OAKS BOULEVARD, BRIDGEPORT, WV 26330	Outside legal services - Environmental and Employment Matters					
The Brattle Group	44 BRATTLE STREET, CAMBRIDGE, MA 02138-3736	Outside professional services - Expert Witness					
The Levicoff Law Firm	650 SMITHFIELD STREET, SUITE 1900 CENTRE CITY TOWER, PITTSBURGH, PA 15222	Outside legal services - Personal Injury Claim Matters					
Tucker Ellis LLP	950 MAIN AVENUE, SUITE 1100, CLEVELAND, OH 44113	Outside legal services - Indemnification Matters					
Van Ness Feldman LLP	P.O. BOX 79814, BALTIMORE, MD 21279- 0814	Outside legal services - Contract Matters					
Wilkinson Barker Knauer LLP	1800 M STREET, NW, SUITE 800N, WASHINGTON, DC 20036	Outside Legal Services-Litigation Matters					

Name	Address	Services			
Philip Elwell Troy, Esq.	217 ASH COURT, WEXFORD, PA 15090	Outside legal services - Federal Regulatory Matters			
Penny Legal Group, LLC	800 NORTH THIRD STREET, SUITE 201, HARRISBURG, PA 17102	Outside legal services - Federal Regulatory Matters			
Black, McCuskey, Souers & Arbaugh, LPA	220 MARKET AVENUE S; SUITE 1000 CANTON OHIO 44702	Outside legal services - Contract Matters			
Law Office Of Kathy Kolich	1521 HIGHTOWER DRIVE, UNIONTOWN OH 44685	Outside legal services - State Regulatory Matters			
Whiteley BPS Planning Ventures LLC	12000 HEATHERDANE DR, ST. LOUIS, MO 63131	Outside professional services - Regulatory Matters			

# Exhibit 3

Form Declaration of Disinterestedness

### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF OHIO EASTERN DIVISION

In re:	) Chapter 11 ) ) Case No. 18-50757								
FIRSTENERGY SOLUTIONS CORP., et al.,1	) (Jointly Administered)								
Debtors.	) ) Hon. Judge Alan M. Koschik _)								
DECLARATION OF DISINTERESTEDNESS IN SUPPORT OF EMPLOYMENT OF [   AS A PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS									
Pursuant to 28 U.S.C. § 1746, I declare under	penalty of perjury that the following is true								
and correct:									
1. I am a [member] of the firm [	] (the "Firm"), which								
maintains offices at the address and phone number list	ed below:								
Address: [	]								
Phone: [()]									
2. The Firm has been employed by	non-debtor affiliate FirstEnergy Service								
Company ("FESC") to render services to one or more of the debtors and debtors in possession in									
the above-captioned chapter 11 cases (collectively, the "Debtors") in the ordinary course of their									
business. The Debtors wish to retain the Firm to continue providing ordinary course services									
during their chapter 11 cases. This declaration (the "Declaration of Disinterestedness") is									

<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors' address is: 341 White Pond Dr., Akron, OH 44320.

submitted in compliance with the Order Authorizing the Debtors to Employ and Compensate Professionals Utilized in the Ordinary Course of Business (the "OCP Order") [Docket No. [•]].

- 3. I am familiar with and have personal knowledge of the facts set forth below.
- 4. Since [date], the Debtors have requested that the Firm provide [description of services provided by the firm with specificity], and the Firm has agreed to provide such services. The Firm [has/has not] provided services to the Debtors prior to the Petition Date. The Firm, through me, and other members, partners, associates, or employees of the Firm, [has provided, and/or plans to provide], the following services to the Debtors from and after the Petition Date:

  [\_\_].
- 5. Neither I, the Firm, nor [any member, counsel, or associate] thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or stockholders, or any party in interest herein, except as set forth hereinafter:

### [PLACEHOLDER FOR EXCEPTION, IF APPLICABLE]

6. To the best of my knowledge, information, and belief, formed after due inquiry, (a) except for the proposed retention of the Firm in these chapter 11 cases, the Firm does not currently provide services to any party in any matter related to these chapter 11 cases, and (b) the Firm does not represent or hold an interest adverse to the Debtors.

#### [STATEMENT OF PAST REPRESENTATION OF THE DEBTORS]

7.	[The	Debtors	owe	the	Firm	approxi	imately	\$[	_]	for	prepetiti	on	services
rendered from	ı [	_] through	ı [	].	[Non-	legal pro	ofession	nal on	ly]	has	agreed to	) Wa	aive tha
amount agains	st the	Debtor as	part	of th	e requ	irement	to allov	v the	Firi	m to	provide	pos	tpetition
services.]													

8. The Firm holds [a retainer of \$\_\_\_\_\_ / no retainer] that is applicable to post-petition services.

- 9. If the Firm represents the Debtors on a contingency fee basis with respect to any services provided to the Debtors, the terms of such contingency fee arrangement are attached to this Declaration of Disinterestedness.
- 10. This Firm and certain of its [members, counsel, and associates] may have in the past represented, currently represent, and may in the future represent FESC and other non-Debtor affiliates, or other entities that are claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases. [Include description of any necessary disclosures.] The Firm will be compensated for professional services rendered to one or more of the Debtors in accordance with the Compensation Procedures set forth in the OCP Order, based on the hourly rates set forth below, plus reimbursement of actual necessary expenses and other charges incurred by the Firm. The principal [professionals] designated to represent the Debtors and their current standard rates are:

#### [LIST OF PROFESSIONALS AND HOURLY RATES]

11. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are the Firm's standard rates for work of this nature. The rates are set at a level designed to fairly compensate the Firm for the work of its [professionals] and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's matter. The expenses charged to clients include, among other things, [description of expenses] and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors and FESC for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

12. Except as provided in the OCP Order, no representations or promises have been

received by the Firm nor by [any member, counsel, or associate] thereof as to compensation in

connection with these cases other than in accordance with the provisions of title 11 of the United

States Code. The Firm has no agreement with any other entity to share with such entity any

compensation received by the Firm in connection with these chapter 11 cases.

13. If, at any time during its employment by the Debtors, the Firm should discover

any facts bearing on the matters described herein, the Firm will supplement the information

contained in this Declaration of Disinterestedness.

14. I declare under penalty of perjury under the laws of the United States of America

that the foregoing is true and correct.

[Professional Name]

[Title]

[Address]